MARVEL COMICS

the AMAZING SPIDER-MAN

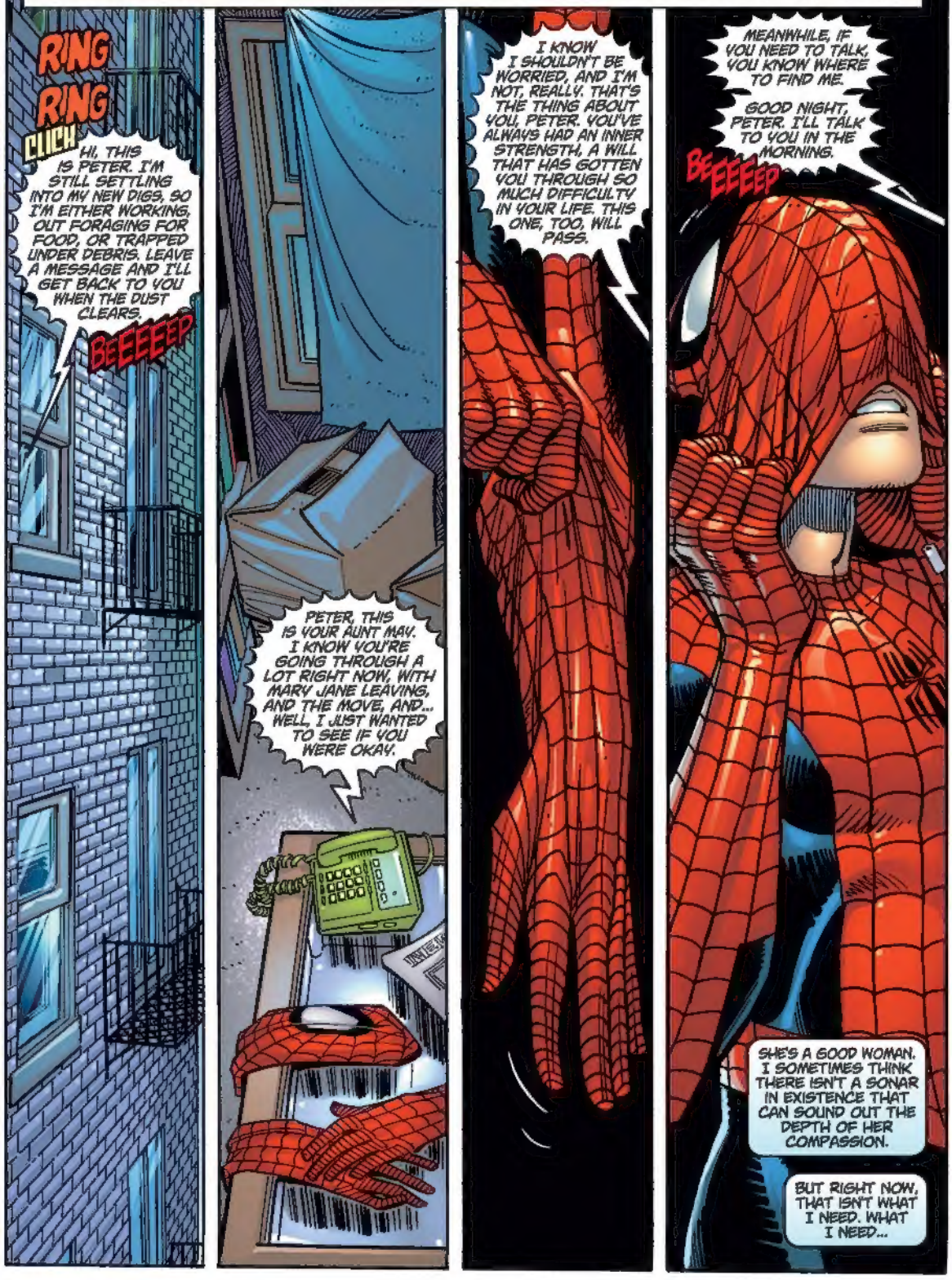
APPROVED BY THE COMICS CODE AUTHORITY

#30
#471

STRACZYNSKI
ROMITA JR
HANNA

At a demonstration on Radiation, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power there must also come Great Responsibility.

Stan Lee Presents: **THE AMAZING SPIDER-MAN**

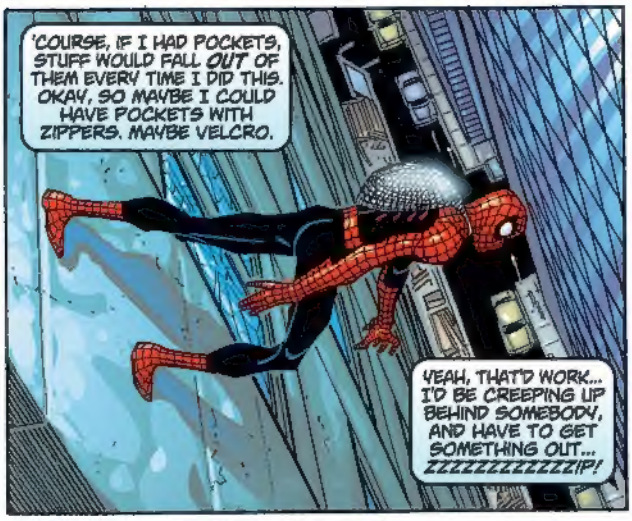


© 2013 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW. MARVEL.COM

...IS TO GET AWAY AND UP AND OUT.
TRANSFORMATIONS, LITERAL & OTHERWISE

JUST...OUT. I DON'T EVEN CARE WHERE I GO. I JUST WANT TO...GO.
AND I'M NOT GONNA STOP UNTIL I GET TIRED.
UNFORTUNATELY, IT TAKES A REAL LONG TIME FOR ME TO GET TIRED.
BY THAT TIME, I COULD BE IN NEW JERSEY.
AND I DON'T EVEN KNOW ANYBODY IN NEW JERSEY...

...AND HERE'S ANOTHER THING.
WHEN I DESIGNED THIS SUIT, WHY THE HECK DIDN'T I DESIGN IT WITH POCKETS? ANYTHING I CARRY, I GOTTA CARRY IT IN A WEB-POUCH. THE FF HAVE POCKETS IN THEIR UNIFORMS. REED RICHARDS' ALONE ARE HUGE.
SCHEDULED FOR DEMOLITION SQUATTERS WILL BE PROSECUTED!
ROCCO DEMO
ROCCO DEMO
BUT THAT'S BECAUSE HE HAS TO CARRY TRANS-DIMENSIONAL MEGADOODADS AND WHIRLYDOOS IN THEM.
OR MAYBE HE'S JUST REAL HAPPY TO SEE SUE.

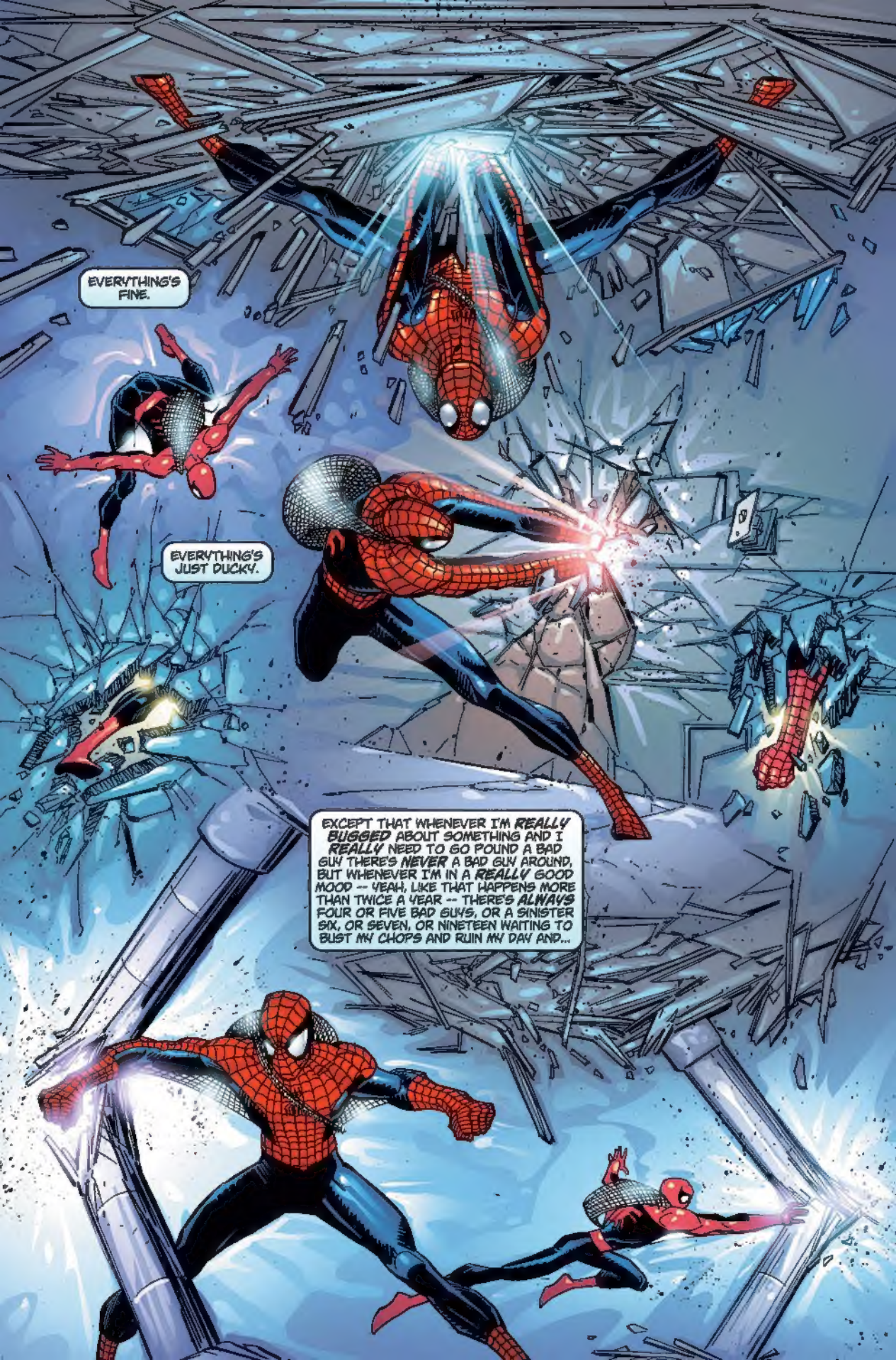

'COURSE, IF I HAD POCKETS, STUFF WOULD FALL OUT OF THEM EVERY TIME I DID THIS. OKAY, SO MAYBE I COULD HAVE POCKETS WITH ZIPPERS. MAYBE VELCRO.
YEAH, THAT'D WORK... I'D BE CREEPING UP BEHIND SOMEBODY, AND HAVE TO GET SOMETHING OUT... ZZZZZZZZZZZZZZIP!

"WHAT'S THAT SMEAR ON THE WALL, MOMMY?"
"THAT USED TO BE SPIDER-MAN, HONEY."
"WHAT KILLED HIM?"
"A ZIPPER. SOME SAID VELCRO BUT THE DAILY BUGLE SAID IT WAS A ZIPPER AND I BELIEVE THE BUGLE."
"WOW, HE MUSTA BEEN REAL STUPID, HUH?"
"YES, HONEY, HE WAS."

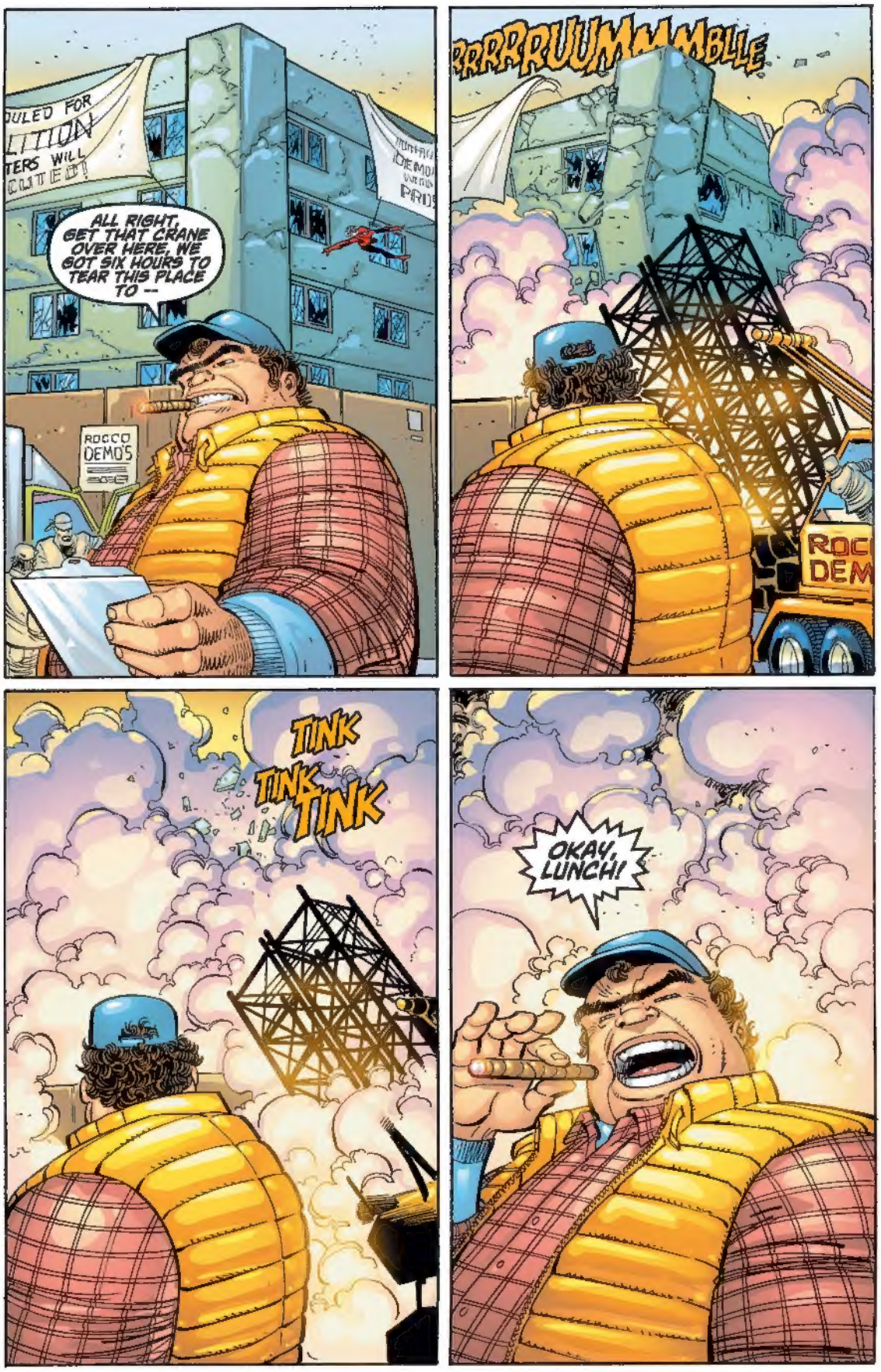
-SIGH-
AND WHY THE HECK AM I THINKING ABOUT POCKETS ANYWAY?
BECAUSE IT'S EASIER THAN THINKING ABOUT MY LIFE LATELY?

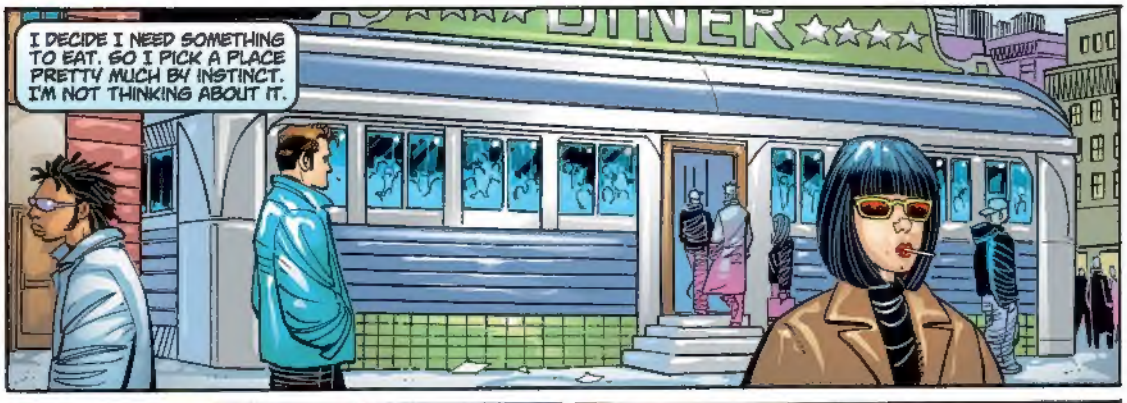
AND WHY SHOULD THAT BOTHER YOU, PETER?

OH, NO REASON.


EVERYTHING'S FINE.
EVERYTHING'S JUST DUCKY.
EXCEPT THAT WHENEVER I'M REALLY BUGGED ABOUT SOMETHING AND I REALLY NEED TO GO POUND A BAD GUY THERE'S NEVER A BAD GUY AROUND, BUT WHENEVER I'M IN A REALLY GOOD MOOD -- YEAH, LIKE THAT HAPPENS MORE THAN TWICE A YEAR -- THERE'S ALWAYS FOUR OR FIVE BAD GUYS, OR A SINISTER SIX, OR SEVEN, OR NINETEEN WAITING TO BUST MY CHOPS AND RUIN MY DAY AND...

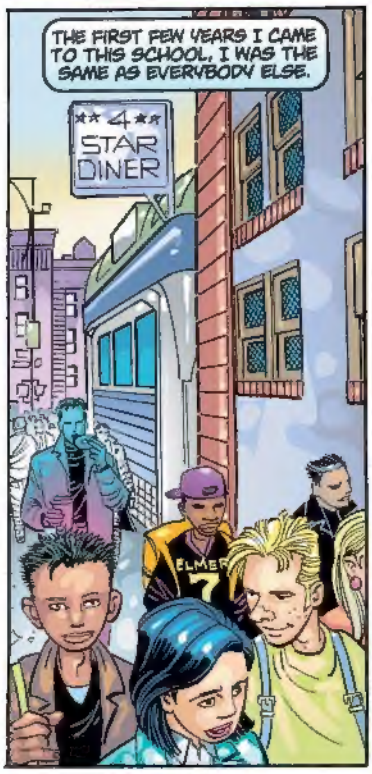
...BUGGED.
SPIDER-MAN.
HEH. I MADE A FUNNY.
RRRRRRRRRRRRRRRRRUUUUMMMMBLLLLE
ERRRMMM...
MAYBE I'D BETTER GO NOW.


ALL RIGHT, GET THAT CRANE OVER HERE, WE GOT SIX HOURS TO TEAR THIS PLACE TO --
ROCCO DEMO'S
RRRRUUMMMBLLE
TINK
TINK TINK
OKAY, LUNCH!


I DECIDE I NEED SOMETHING TO EAT. SO I PICK A PLACE PRETTY MUCH BY INSTINCT. I'M NOT THINKING ABOUT IT.
DINER

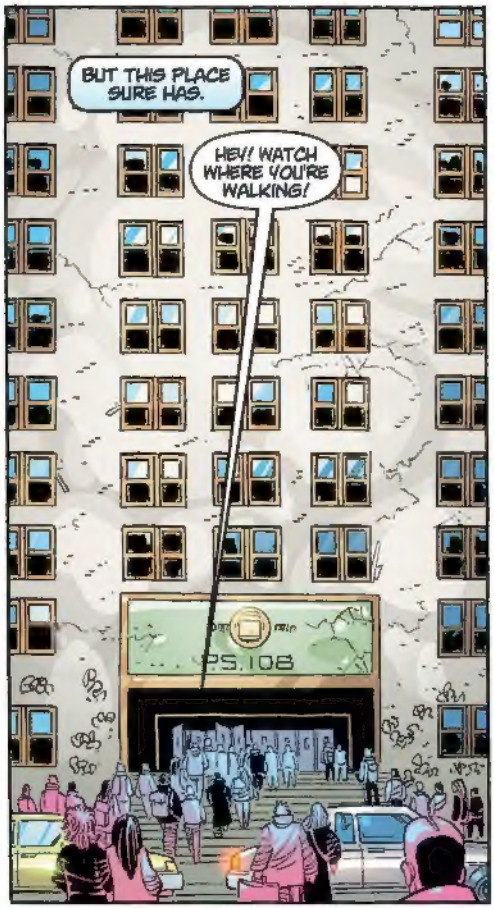
AND MAYBE THAT'S WHY I ENDED UP THERE. I WASN'T THINKING. I WAS FEELING.

FOR SOME OF THE MOST IMPORTANT YEARS OF MY LIFE, THIS PART OF TOWN WAS MY HOME.
ANNOYING AS THAT SOMETIMES WAS.
HEY, PARKER! YOU GONNA ACTUALLY EAT THAT BURGER? IT'S GOT MORE GRISTLE IN IT THAN YOU DO!
HAW-HAW!
YOU GUYS ARE SUCH JERKS.


THE FIRST FEW YEARS I CAME TO THIS SCHOOL, I WAS THE SAME AS EVERYBODY ELSE.
STAR DINER
ELMER 7

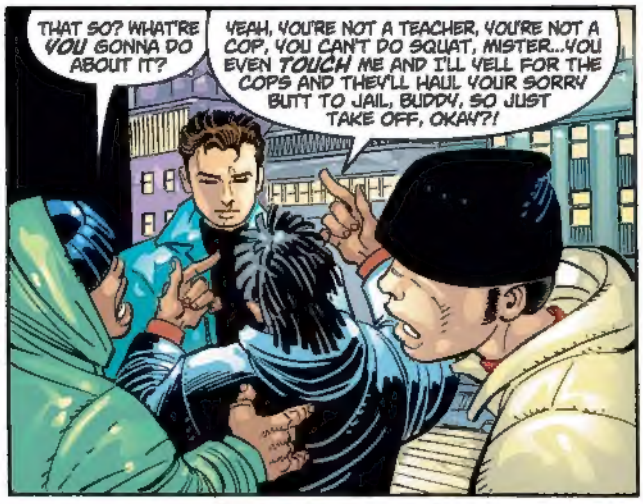
JUST ONE MORE HIGH SCHOOL STUDENT TRYING NOT TO BE NOTICED, NOT TO LOOK WEIRD, WORRIED THAT HE'D NEVER FIT IN.

13
THEN ONE DAY, A SPIDER-BITE MADE SURE I WAS NOTICED, AND THAT I WOULD NEVER FIT IN ANYWHERE, EVER AGAIN.
SOME THINGS HAVEN'T CHANGED.


BUT THIS PLACE SURE HAS.
HEY! WATCH WHERE YOU'RE WALKING!
PS.108

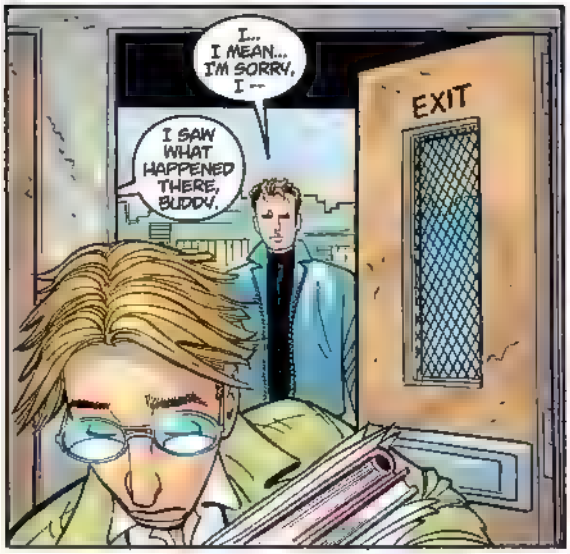
YEAH, WATCH IT, JERKFACE!
AWK --!

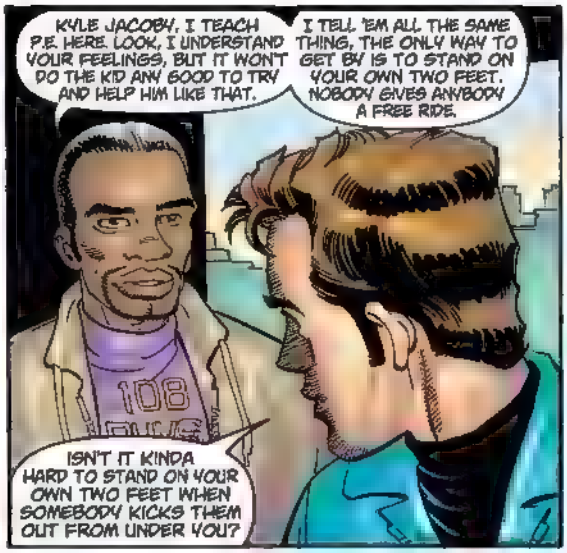
LOOK, JUST... CUT IT OUT, OKAY? I DIDN'T DO ANYTHING TO YOU.
YEAH, BUT WE'RE GONNA DO SOMETHING TO YOU, YOU STUPID —
I WOULDN'T ADVISE THAT, GUYS.


THAT SO? WHAT'RE YOU GONNA DO ABOUT IT?
YEAH, YOU'RE NOT A TEACHER, YOU'RE NOT A COP, YOU CAN'T DO SQUAT, MISTER...YOU EVEN TOUCH ME AND I'LL YELL FOR THE COPS AND THEY'LL HAUL YOUR SORRY BUTT TO JAIL, BUDDY, SO JUST TAKE OFF, OKAY?!

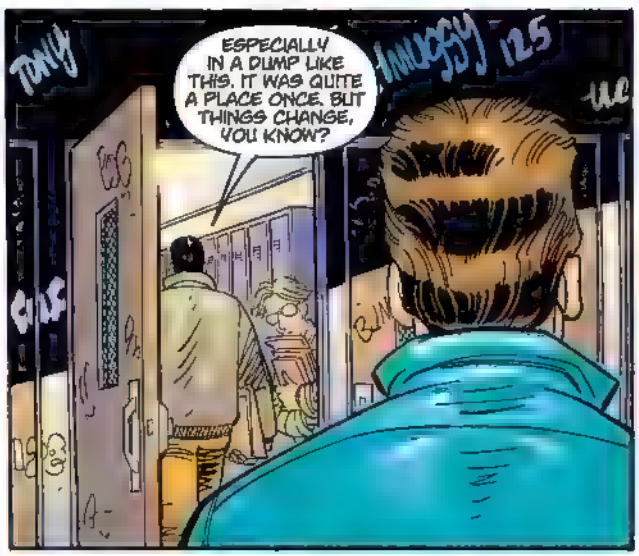
JERK!
SEE YOU LATER, JOEY, WHEN YOUR BIG BROTHER AIN'T THERE TO PROTECT YOU.
YOU OKAY?

NO, I'M NOT OKAY... 'CAUSE NOW THEY'RE JUST GONNA GET ME TWICE AS BAD LATER --
— AND I HATE THEM AND I HATE MY LIFE AND THIS SUCKS AND YOU MADE EVERYTHING WORSE AND I GOTTA GET TO CLASS...
B.R.B.
PS.108

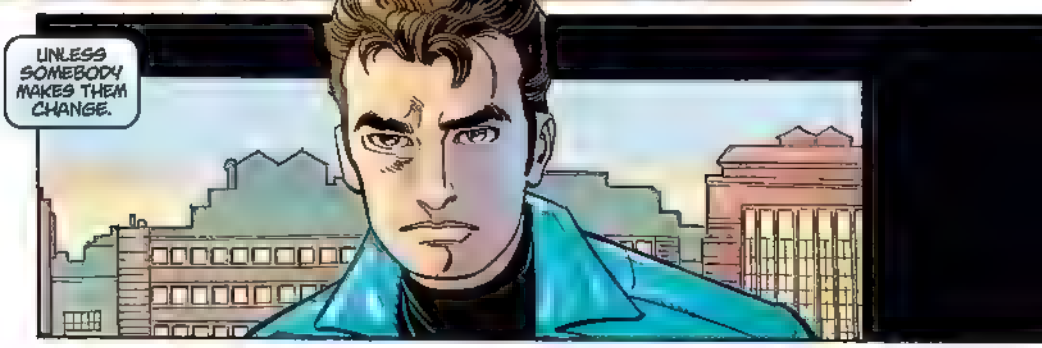

I... I MEAN... I'M SORRY, I --
I SAW WHAT HAPPENED THERE, BUDDY.
EXIT


KYLE JACOBY. I TEACH P.E. HERE. LOOK, I UNDERSTAND YOUR FEELINGS, BUT IT WON'T DO THE KID ANY GOOD TO TRY AND HELP HIM LIKE THAT.
I TELL 'EM ALL THE SAME THING, THE ONLY WAY TO GET BY IS TO STAND ON YOUR OWN TWO FEET. NOBODY GIVES ANYBODY A FREE RIDE.
ISN'T IT KINDA HARD TO STAND ON YOUR OWN TWO FEET WHEN SOMEBODY KICKS THEM OUT FROM UNDER YOU?

BUDDY, THERE'S ALWAYS SOMEBODY TRYING TO KICK YOUR FEET OUT FROM UNDER YOU. YOU JUST GOTTA KICK FIRST. JOEY'S GOTTA LEARN THAT FOR HIMSELF.
EVOLVE OR DIE, YOU KNOW?

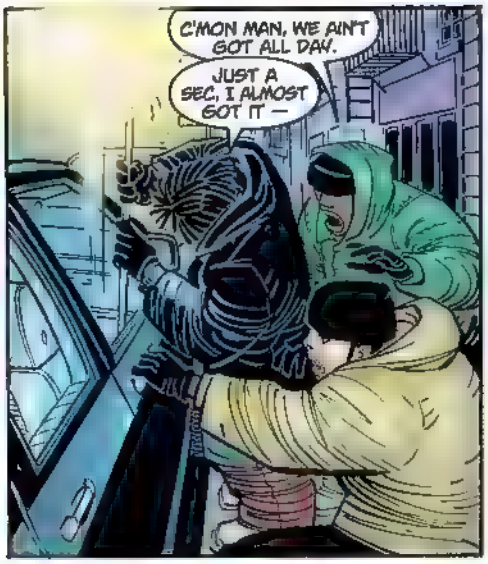

ESPECIALLY IN A DUMP LIKE THIS. IT WAS QUITE A PLACE ONCE. BUT THINGS CHANGE, YOU KNOW?

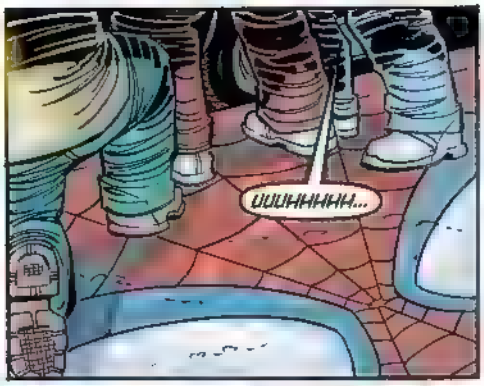
HE'S RIGHT. SOME THINGS CHANGE.
BUT SOME THINGS NEVER CHANGE.

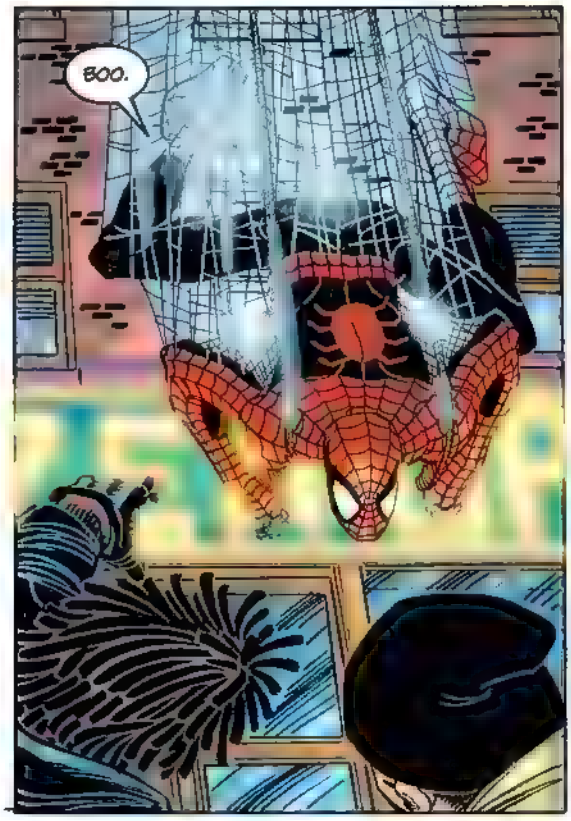

UNLESS SOMEBODY MAKES THEM CHANGE.

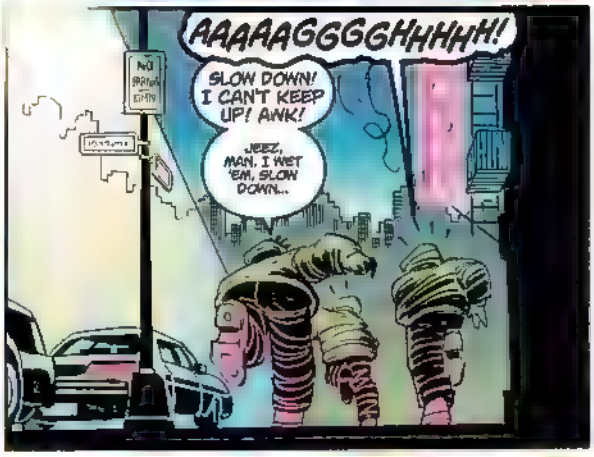
NOW, I'M NOT SAYING I'M THE KIND OF GUY WHO CARRIES A GRUDGE. FAR BE IT FOR ME TO EVER CARRY A GRUDGE.

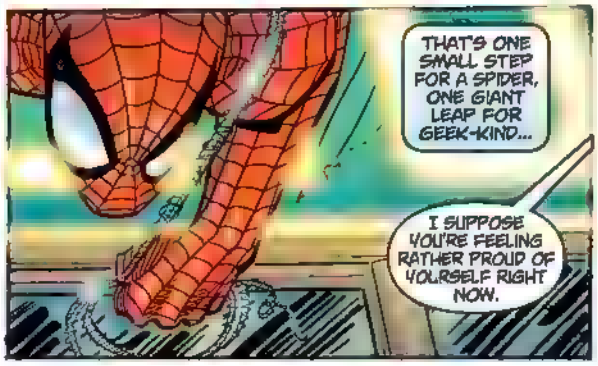
BUT I FIGURE, YOU HANG OUT LONG ENOUGH, YOU WATCH SOME PEOPLE, OH, I DUNNO, RANDOMLY...AND SONOVAGUN, AN OPPORTUNITY PRESENTS ITSELF FOR THE UNIVERSE TO BALANCE THINGS OUT.
AS SOMEBODY ONCE SAID, CHANCE FAVORS THE PREPARED MIND.


C'MON MAN, WE AIN'T GOT ALL DAY.
JUST A SEC, I ALMOST GOT IT —


UUUHHHHH...


BOO.


AAAAAGGGGHHHH!
SLOW DOWN! I CAN'T KEEP UP! AWK!
JEEZ, MAN. I WET 'EM, SLOW DOWN...


THAT'S ONE SMALL STEP FOR A SPIDER, ONE GIANT LEAP FOR GEEK-KIND...
I SUPPOSE YOU'RE FEELING RATHER PROUD OF YOURSELF RIGHT NOW.

UNDERSTANDABLE. I WOULD, TOO. EVEN IF IT IS A WASTE OF A NICE NIGHT. AND YOUR TALENT
PETER.
FOR A MOMENT, I'M TOO STUNNED TO TALK. IT ISN'T JUST THAT HE SNUCK UP BEHIND ME, AND WITH MY SPIDER-SENSE THAT'S NOT POSSIBLE.
IT ISN'T EVEN THAT HE CALLED ME PETER, WHICH MEANS HE KNOWS WHO I AM AND THIS COULD SCREW UP MY ENTIRE LIFE.
IT'S THAT HE'S STICKING TO THE WALL SAME AS ME.
I KNOW WHAT YOU'RE THINKING.
WELL, METAPHORICALLY, ANYWAY.
AM I A FRIEND, OR AN ENEMY?
HEY!

JUST A SECOND, LET ME GET MY SHOES ON. I HATE WALKING AROUND BAREFOOT.
HE'S AT LEAST TWICE MY AGE, BUT HE'S FAST. IMPOSSIBLY FAST.
AS FAST AS I AM.
WHO ARE YOU?
I WAS ABOUT TO ASK YOU THE SAME QUESTION.
BUT YOU JUST SAID --
OH, I KNOW YOU'RE PETER PARKER, BUT THAT'S NOT WHO YOU ARE.
LOOK, BUDDY, I'M NOT SAYING YOU'RE RIGHT OR WRONG, BUT DO YOU MIND NOT ANNOUNCING THAT SO LOUD?
RIGHT. SORRY. SECRET IDENTITY AND ALL THAT. SOMETIMES I FORGET.
NOW WHO THE HELL ARE —
MY NAME IS EZEKIEL. AND I HAVE A QUESTION FOR YOU.
DO YOU KNOW WHY PEOPLE USE THE EXPRESSION, "AS DANGEROUS AS GIVING A LOADED GUN TO A SMALL CHILD"?
IT'S NOT BECAUSE THE CHILD IS ESPECIALLY MALICIOUS, OR BECAUSE HE WANTS TO KNOCK OVER A BANK.
IT IS BECAUSE THE CHILD DOES NOT COMPREHEND THE POWER HE HOLDS IN HIS HANDS.
AND NEITHER DO YOU.

LET'S ROMP SOME MORE. I HAVENT DONE THIS IN YEARS.
DARN, THERE GO MY SHOES AGAIN...
I KEEP AFTER HIM, DETERMINED NOT TO LET HIM GET AWAY... PLAYING IT QUIET, TO FIND OUT WHAT HE'S AFTER.
IT'S STRANGE, THOUGH... WHEN HE SAID MY NAME, MY GUT TIGHTENED INTO SOMETHING COLD AND SCARED, AND YET...

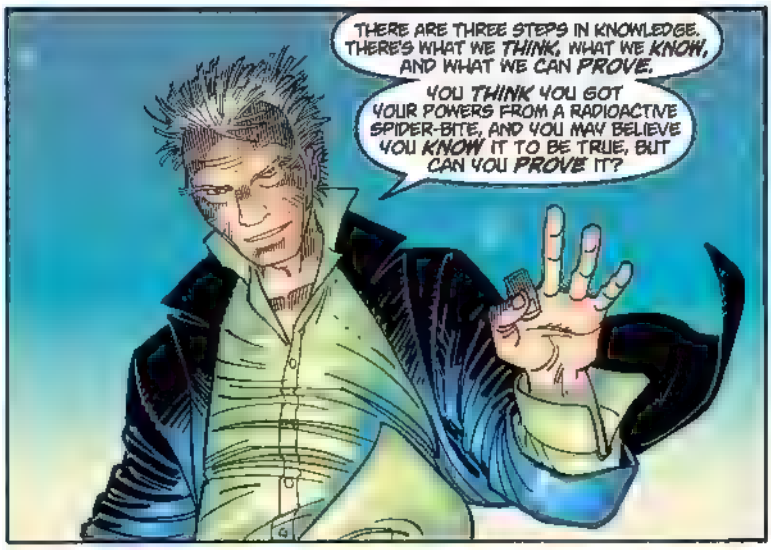
...AND YET I SENSE NOTHING EVIL IN HIM. HE SEEMS...ALMOST JOYFUL.
CAREFUL, THERE'S A RUSTY NAIL OVER HERE.

LET ME ASK YOU A QUESTION, PE--ER, SPIDER-MAN. AND DON'T LIE. I'LL KNOW IF YOU LIE.
HOW DID YOU GET YOUR POWERS?
I...

HE KNOWS WHO I AM. THERE'S NO END OF DAMAGE HE COULD DO WITH THAT INFORMATION. I HAVE TO PLAY ALONG. AND IT'S NOT LIKE HE CAN DO ANYTHING WITH THE INFORMATION.
I WAS BITTEN BY A RADIOACTIVE SPIDER.
AHA!

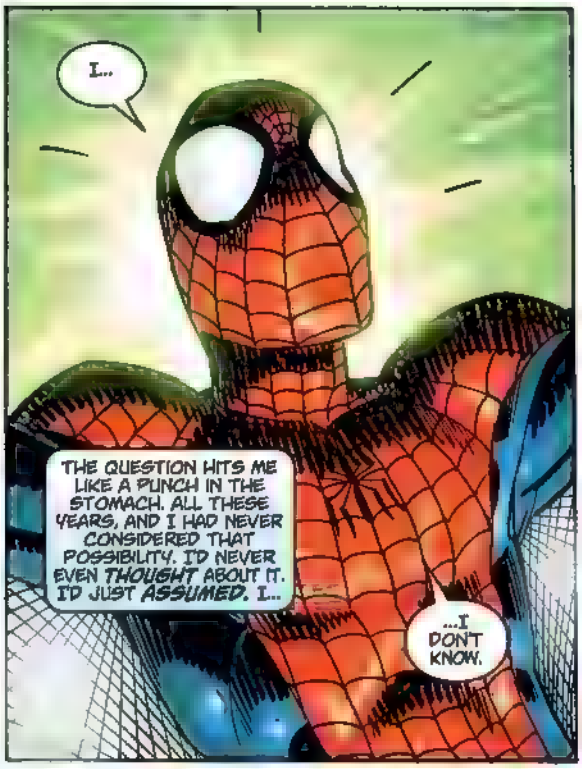
THAT'S WHAT I THOUGHT. THAT EXPLAINS WHY YOU'VE HANDLED IT THIS WAY. NOW HERE'S ANOTHER QUESTION FOR YOU.
LOOK, I'VE JUST ABOUT HAD IT WITH —
NO, WAIT, YOU'LL LIKE THIS ONE, TRUST ME.

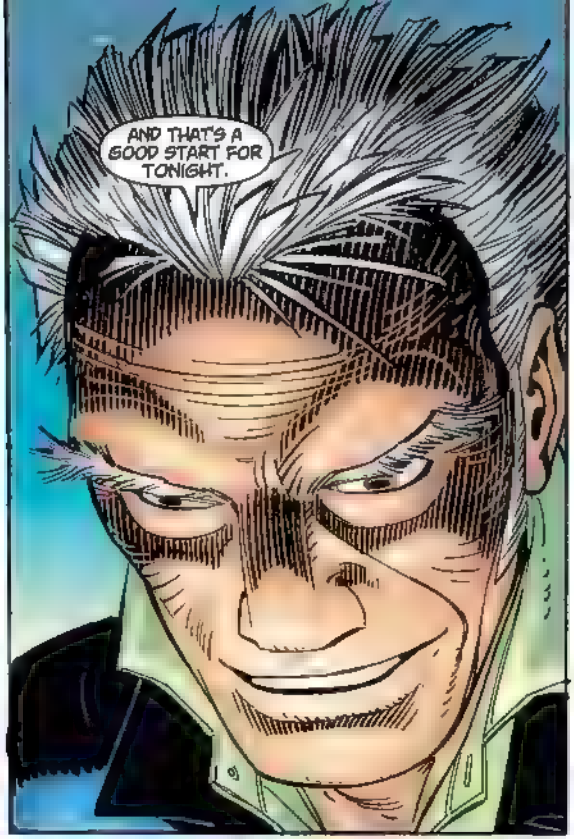
DID YOU PERFORM AN AUTOPSY ON THE SPIDER?
NO. IT GOT PRETTY MUCH SMASHED.
HAD YOU EVER SEEN THE SPIDER BEFORE?
NO. NOW LOOK...


THERE ARE THREE STEPS IN KNOWLEDGE. THERE'S WHAT WE *THINK*, WHAT WE *KNOW*, AND WHAT WE CAN *PROVE*.
YOU *THINK* YOU GOT YOUR POWERS FROM A RADIOACTIVE SPIDER-BITE, AND YOU MAY BELIEVE YOU *KNOW* IT TO BE TRUE, BUT CAN YOU *PROVE* IT?

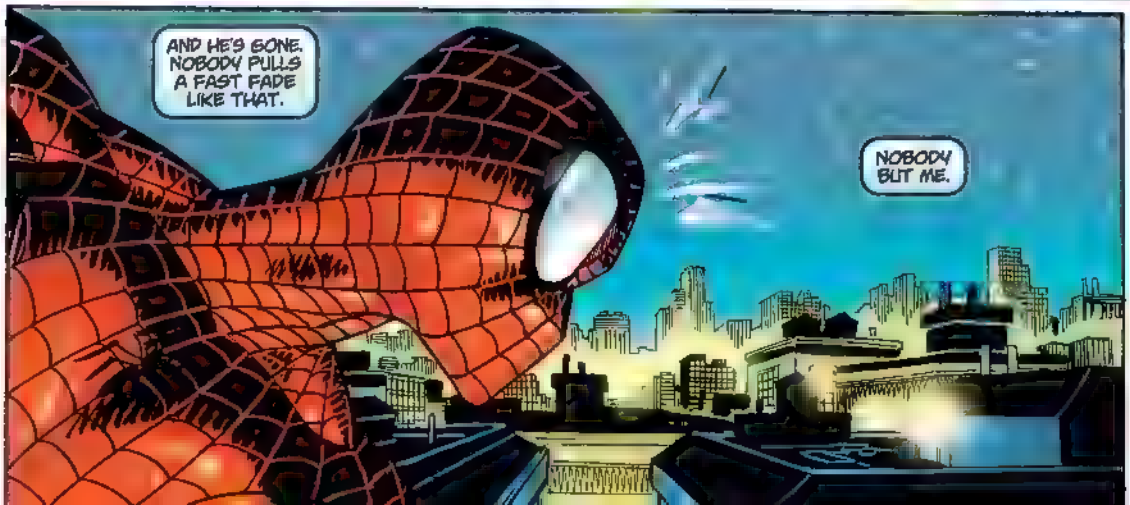
YOU THINK I GOT THESE POWERS AND THIS SUIT AT THE BOTTOM OF A BOX OF CRACKERJACKS? IT HAPPENED RIGHT AFTER I GOT BIT.
YOU'RE STILL MISSING THE POINT.

THIS IS THE POINT. THIS IS THE FIVE MILLION DOLLAR QUESTION. I'M ABOUT TO YANK YOUR CHAIN LIKE NOBODY ELSE EVER HAS BEFORE, AND NOBODY EVER WILL AGAIN. SO LISTEN CAREFULLY.
DID THE RADIATION ENABLE THE SPIDER TO GIVE YOU THESE POWERS?
OR WAS THE SPIDER TRYING TO GIVE YOU THOSE POWERS BEFORE THE RADIATION KILLED IT?
WHICH CAME FIRST? THE RADIATION? OR THE POWER? THE CHICKEN OR THE EGG OR THE POWER?


I...
THE QUESTION HITS ME LIKE A PUNCH IN THE STOMACH. ALL THESE YEARS, AND I HAD NEVER CONSIDERED THAT POSSIBILITY. I'D NEVER EVEN *THOUGHT* ABOUT IT. I'D JUST *ASSUMED*. I...
...I DON'T KNOW.


AND THAT'S A GOOD START FOR TONIGHT.

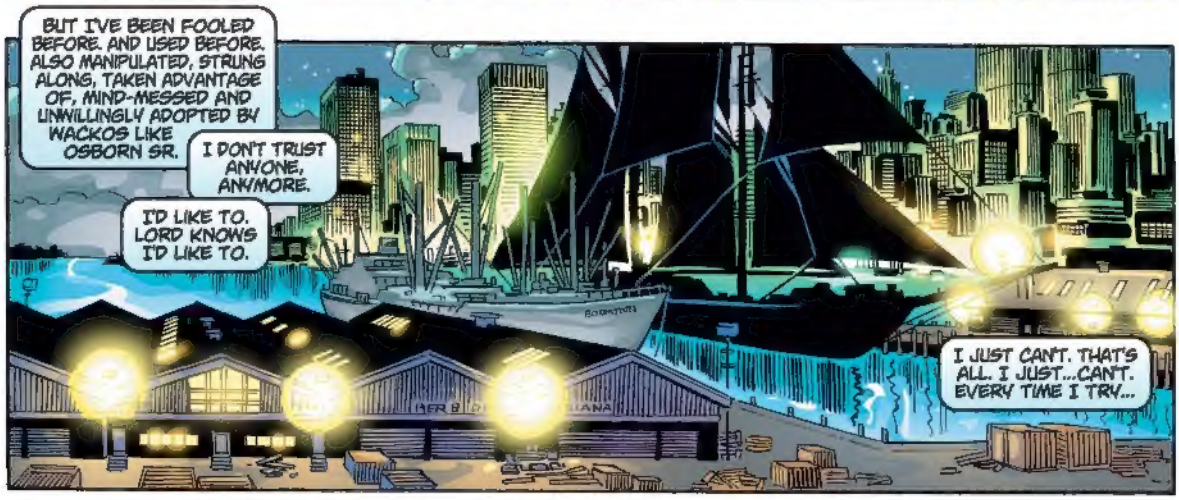
TAKE CARE OF YOURSELF, P. I'LL BE IN TOUCH.
HEY! STOP! WAIT, I —


AND HE'S GONE. NOBODY PULLS A FAST FADE LIKE THAT.
NOBODY BUT ME.

WHO ARE YOU? WHY ARE YOU COMING TO ME WITH ALL THIS NOW?
WHAT DO YOU WANT FROM ME?
I CAME NOW BECAUSE NOW IS THE RIGHT TIME. BECAUSE YOU NEED TO UNDERSTAND.
BECAUSE UNDERSTANDING IS THE ONLY THING THAT MAY HELP YOU SURVIVE WHAT'S COMING.
AND THAT'S AN AWFULLY BIG MAY, P.

AND THEN HE WAS GONE. JUST...GONE.

AS I START THE LONG WALK HOME, I REALIZE WHY HE DIDN'T FEEL LIKE TROUBLE.
I REALIZE THAT HE REMINDS ME OF MY UNCLE BEN.


BUT I'VE BEEN FOOLED BEFORE. AND USED BEFORE. ALSO MANIPULATED, STRUNG ALONG, TAKEN ADVANTAGE OF, MIND-MESSED AND UNWILLINGLY ADOPTED BY WACKOS LIKE OSBORN SR.
I DON'T TRUST ANYONE, ANYMORE.
I'D LIKE TO. LORD KNOWS I'D LIKE TO.
I JUST CAN'T. THAT'S ALL. I JUST...CAN'T. EVERY TIME I TRY...

...I END UP WAITING FOR THE OTHER SHOE TO DROP, FOR THE MONSTER TO COME OUT FROM BEHIND THE SMILING MASK.
AND AS MUCH AS I'D LOVE TO BE WRONG, IT'S ALMOST ALWAYS THERE, JUST WAITING TO PEEK OUT...
— WHICH WILL COVER THE MONEY NEEDED TO DOCK YOUR BOAT, PLUS MAINTENANCE FEES, AND --
WE WON'T REQUIRE MAINTENANCE. JUST ACCESS TO THE PIER. WILL THIS COVER IT?
I...UMM...YES, YES, THAT SHOULD DO IT. BUT THERE'S STILL THE MATTER OF A CUSTOMS INSPECTION. YOU KNOW, MAKE SURE YOU'RE NOT BRINGING ANY ILLEGAL GOODS INTO THE COUNTRY.
OF COURSE, THEY CAN'T COME BY TO INSPECT YOUR VESSEL UNTIL THEY KNOW IT'S HERE... AND WE CAN EITHER SLOW DOWN THE PAPERWORK OR ACCELERATE IT...
YES, OF COURSE.
WILL THIS COVER IT?
THAT'LL DO JUST FINE. THANKS. THERE'S AN ABANDONED REPAIR HOUSING YOU CAN MOVE THE SHIP INTO, YOU KNOW, KEEP IT OUT OF THE WEATHER. AN OLD SHIP LIKE THAT, YOU GOTTA TAKE CARE OF IT.
YOU KNOW WHAT THEY SAY, OUT OF SIGHT, OUT OF MIND. HECK, I'LL FORGET ABOUT IT FOR AGES IF I DON'T SEE IT.
THANK YOU.
MY PLEASURE. GOOD DOING BUSINESS WITH YOU, MISTER...?
DEX. JUST... DEX.

...IS IT...IS IT DONE...?
YES, MORLUN. IT'S ALL SET. WE CAN MOVE TO COVER AS SOON AS THE WIND PICKS UP.
...GOOD... GOOD...

...TIME THEN... TO USE UP...THE LAST OF THE SUPPLIES...

...NO...NEIN, BITTE...I CAN... ICH KANNE...I HAVE NO MORE TO GIVE...PLEASE...ICH HABE... I HAVE NO MORE...
YES...YOU DO...NOW I MUST... TAKE IT. END THIS...AGONY... FOR YOU.

PLEEEAAIIIEEEE...

IT IS DONE.

IT IS OVER, DEX. DO NOT MOURN. REALLY, WHO EVER HEARD OF A GERMAN SUPER HERO, ANYWAY?
YOU KNOW WHERE WE ARE TO BE BERTHED?
YES.
THEN I WILL TAKE US THE REST OF THE WAY. IT WILL BE GOOD TO SEE THE LIGHTS OF THE CITY AGAIN AFTER SO LONG. THEN WE WILL GO INTO THE CITY, AND WE WILL EAT, AND DRINK.
THEN TOMORROW... TOMORROW, WE GO IN SEARCH OF HIS REPLACEMENT.
OR MENACE?
DAILY BUGLE